

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<p>In re:</p> <p>CORE SCIENTIFIC, INC., <i>et al.</i>,</p> <p>Debtors¹</p>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p>Chapter 11</p> <p>Case No. 22-90341 (DRJ)</p> <p>(Jointly Administered)</p>
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JOINDER OF MASSMUTUAL ASSET FINANCE LLC
(Related to ECF Nos. 1065 & 1123)

MassMutual Asset Finance LLC (“MMAF”), as prepetition secured lender under those financing agreements listed on the *Schedule of Existing Liens* attached as Exhibit 3 to the *Order (I) Authorizing the Debtors on an Interim Basis to (A) Obtain Senior Secured Non-Priming Superpriority Replacement Postpetition Financing and (B) Use Cash Collateral, (II) Authorizing the Debtors to Refinance Existing Postpetition Financing on a Final Basis, (III) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Secured Parties on a Final Basis, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [ECF No. 447] as incorporated by reference into the *Final Order (I) Authorizing the Debtors to (A) Obtain Senior Secured Non-Priming Superpriority Replacement Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Modifying the Automatic Stay and (IV) Granting Related Relief* [ECF No. 608] (the “**Final DIP**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisitions, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisition I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

Order”), and as set forth in Proofs of Claims Nos. 298 & 319, by and through its undersigned counsel, hereby submits this *Joinder* to the *Statement of Barings BDC, Inc., Barings Capital Investment Corporation, and Barings Private Credit Corp. in Support* [ECF No. 1123] (the “**Barings Statement**”) of the *Motion of the Debtors for Entry of an Order Further Extending Exclusive Periods Pursuant to Section 1121(d) of the Bankruptcy Code* [ECF No. 1065] (the “**Second Exclusivity Motion**”). In connection with this Joinder, MMAF respectfully states as follows:

Joinder

MMAF joins in the Barings Statement and, while not agreeing with each statement therein, echoes Barings’ support for entry of an order extending the Exclusive Periods.² MMAF prioritizes the Debtors rapid exit from their Chapter 11 Cases; terminating exclusivity so that competing plans may be proposed would unnecessarily delay the confirmation process and likely result in less value to the Debtors’ stakeholders, including MMAF. The Debtors need to capitalize expeditiously on the significant progress made during the mediation before the Hon. Marvin Isgur so they may exit chapter 11 without further delay.

Reservation of Rights

This Joinder is submitted without prejudice to, and with full reservation of, MMAF’s rights, claims, defenses, and remedies, including the right to supplement the Barings Statement or modify, amend, or withdraw this Joinder, to seek discovery, to raise additional arguments and to

² Capitalized terms not otherwise defined herein have the meaning given them in the Second Exclusivity Motion or the *Amended Joint Chapter 11 Plan of Core Scientific and its Affiliated Debtors* [ECF No. 1115] (the “**Plan**”).

introduce evidence at any hearing related to the Second Exclusivity Motion. MMAF reserves all rights with respect to the Plan, the Disclosure Statement, and the relevant definitive documents.³

Dated: August 8, 2023
Boston, Massachusetts

Respectfully submitted,

VERRILL DANA LLP

By: /s/Thomas O. Bean

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- and -

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³ The Plan, including, without limitation Exhibit F and Exhibit G thereto, contains the principal terms of the Miner Equipment Lender Settlement but remains subject to ongoing review and comment by MMAF. MMAF intends to work cooperatively to appropriately document the terms of the Miner Equipment Lender Settlement.

Certificate of Service

I, Thomas O. Bean of Verrill Dana, LLP, certify that I am over the age of eighteen and, on August 8, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas in the above-captioned case.

/s/ Thomas O. Bean

Thomas O. Bean (admitted *pro hac vice*)